

Brad Kohn/STP/MEMC

11/18/2005 11:33 AM

To "Jacques-Elie LEVY" <jacques-elie.levy@soitec.fr>

"Emmanuel HUYGHE" <emmanuel.huyghe@soitec.fr>,

cc GNeuner@eapdlaw.com, "Brody, Michael"

<MBrody@winston.com>

bcc Brad Kohn/STP/MEMC

Subject Re: TR: MEETING WITH SOITEC

Mr. Levy,

Thanks for your email note dated November 11, 2005. While we were initially encouraged by Soitec's November 8 proposal to meet with us to have a discussion about our allegations of Soitec infringement, I am sorry to say that we were disappointed with the Soitec list of proposed attendees for the proposed December 2, 2005 meeting. We were disappointed with the list because we believe the list is likely too short in that it does not appear to include senior executives with decision-making authority.

Let me be clear about what we believe the purpose of this meeting must be, in order to make the meeting worthwhile for MEMC: we expect Soitec to arrive with a specific proposal that addresses how Soitec intends to remedy what we believe is significant past infringement and continuing infringement. Based on your list of proposed attendees, we do not believe that Soitec's purpose for the meeting is to present MEMC with a legitimate, thoughtful substantive proposal to address what we believe is significant past and current infringement. If Soitec's purpose for the meeting is instead to show up in St. Peters and explain to us why Soitec is not infringing our intellectual property, then I would respectfully submit to you that the meeting will not be worth it from our perspective, and you should not waste your time flying to St. Louis for such a meeting. Instead, please just send us that information in writing by November 22, 2005 so that we may evaluate your position.

Candidly, and forgive me for the blunt statement, right now it appears to us that the proposed December 2 meeting is yet another stalling tactic by Soitec. The time for stalling is over. Soitec has been on notice of our allegations of infringement for over a year. Another meeting to debate that point with us is worthless to MEMC. There are more appropriate forums in which to have that debate. We believe that a meeting between MEMC and Soitec, should it occur, should be held to avoid such a forum, not just to delay or preview such a forum.

Again, we remain happy to meet with Soitec to receive a specific proposal that addresses how Soitec intends to remedy what we believe is significant past and current infringement. If that is not Soitec's intended purpose and agenda for the meeting, then there is no need to convene such a meeting. I look forward to hearing from you about this. If your response indicates that a meeting will be fruitful, I will work with people's schedules here to make it happen.

Regards,  
Brad Kohn

Bradley D. Kohn



Vice President and General Counsel  
MEMC Electronic Materials, Inc.  
636-474-7313 telephone  
636-474-5180 fax  
bkohn@memc.com

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"Jacques-Elie LEVY"  
<jacques-elie.levy@soitec.fr>

11/18/2005 01:43 AM

To <BKohn@memc.com>  
"Emmanuel HUYGHE" <emmanuel.huyghe@soitec.fr>,  
cc <GNeuner@eapdlaw.com>, "Brody, Michael" <MBrody@winston.com>  
Subject: TR: MEETING WITH SOITEC  
ct

Dear Mr Kohn,  
I have not received your answer yet and I have to take a flight reservation today in order to be at St Peters on December the 2nd for our scheduled meeting.  
Could you be able to confirm your availability for this meeting?  
Jacques Elie LEVY  
SOITEC S.A.  
Legal Department  
Chemin des Franques  
Parc Technologique des Fontaines  
38190 BERNIN - FRANCE  
Tel.: +33 (0)4 76 45 52 86  
Fax.: +33 (0)4 76 45 52 94  
Mobile: +33 (0)6 74 39 93 75

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